See a Social Security Number? Say Something!
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Form 990-PF
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of Foundation
CLIP BAR FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
1451 66TH STREET

City or town, state or province, country, and ZIP or foreign postal code
EMERYVILLE, CA 94608

A Employer identification number
20-4354935

B Telephone number (see instructions)
(510) 596-6349

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I - Analysis of Revenue and Expenses (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

<table>
<thead>
<tr>
<th>Column</th>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Contributions, gifts, grants, etc., received (attach schedule)</td>
<td>3,528,360</td>
</tr>
<tr>
<td>2</td>
<td>Check if the foundation is not required to attach Sch B</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Interest on savings and temporary cash investments</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Dividends and interest from securities</td>
<td></td>
</tr>
<tr>
<td>5a</td>
<td>Gross rents</td>
<td></td>
</tr>
<tr>
<td>5b</td>
<td>Net rental income or (loss)</td>
<td></td>
</tr>
<tr>
<td>6a</td>
<td>Net gain or (loss) from sale of assets not on line 10</td>
<td></td>
</tr>
<tr>
<td>6b</td>
<td>Gross sales price for all assets on line 6a</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Capital gain net income (from Part IV, line 2)</td>
<td>0</td>
</tr>
<tr>
<td>8</td>
<td>Total short-term capital gain</td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Income modifications</td>
<td></td>
</tr>
<tr>
<td>10a</td>
<td>Gross sales less returns and allowances</td>
<td></td>
</tr>
<tr>
<td>10b</td>
<td>Less: Cost of goods sold</td>
<td></td>
</tr>
<tr>
<td>10c</td>
<td>Gross profit or (loss) (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Other income (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Total. Add lines 1 through 11</td>
<td>3,528,360</td>
</tr>
<tr>
<td>13</td>
<td>Compensation of officers, directors, trustees, etc</td>
<td>0</td>
</tr>
<tr>
<td>14</td>
<td>Other employee salaries and wages</td>
<td>18,423</td>
</tr>
<tr>
<td>15</td>
<td>Pension plans, employee benefits</td>
<td>2,323</td>
</tr>
<tr>
<td>16a</td>
<td>Legal fees (attach schedule)</td>
<td>36,870</td>
</tr>
<tr>
<td>16b</td>
<td>Accounting fees (attach schedule)</td>
<td>14,000</td>
</tr>
<tr>
<td>16c</td>
<td>Other professional fees (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Interest</td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Taxes (attach schedule)</td>
<td>1,495</td>
</tr>
<tr>
<td>19</td>
<td>Depreciation (attach schedule) and depletion</td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Occupancy</td>
<td>1,843</td>
</tr>
<tr>
<td>21</td>
<td>Travel, conferences, and meetings</td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Printing and publications</td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Other expenses (attach schedule)</td>
<td>127,258</td>
</tr>
<tr>
<td>24</td>
<td>Total operating and administrative expenses. Add lines 13 through 23</td>
<td>202,213</td>
</tr>
<tr>
<td>25</td>
<td>Contributions, gifts, grants paid</td>
<td>3,714,485</td>
</tr>
<tr>
<td>26</td>
<td>Total expenses and disbursements. Add lines 24 and 25</td>
<td>3,916,697</td>
</tr>
</tbody>
</table>

Part II - Debit, Credit, Revenue and Expenses

<table>
<thead>
<tr>
<th>Column</th>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>27</td>
<td>Subtract line 26 from line 12</td>
<td>-388,337</td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X  Form 990-PF (2013)
### Part II - Balance Sheets

**Assets**

1. Cash—non-interest-bearing .................................................. 507,545  
2. Savings and temporary cash investments .............................. 119,208  
3. Accounts receivable  
   Less allowance for doubtful accounts  
4. Pledges receivable  
   Less allowance for doubtful accounts  
5. Grants receivable .....................................................................  
6. Receivables due from officers, directors, trustees, and other  
   disqualified persons (attach schedule) (see instructions) ........  
7. Other notes and loans receivable (attach schedule) ................. 100,000  
   Less allowance for doubtful accounts 0  
8. Inventories for sale or use ......................................................  
9. Prepaid expenses and deferred charges ...................................  
10a. Investments—U.S. and state government obligations (attach schedule)  
10b. Investments—corporate stock (attach schedule) .................  
10c. Investments—corporate bonds (attach schedule) ..................  
11. Investments—land, buildings, and equipment basis  
   Less accumulated depreciation (attach schedule)  
12. Investments—mortgage loans .................................................  
13. Investments—other (attach schedule)  
14. Land, buildings, and equipment basis  
   Less accumulated depreciation (attach schedule)  
15. Other assets (describe)  
16. Total assets (to be completed by all filers—see the  
   instructions Also, see page 1, item 1) 607,545  
   219,208  
   219,208

**Liabilities**

17. Accounts payable and accrued expenses .............................  
18. Grants payable .......................................................................  
19. Deferred revenue ..................................................................  
20. Loans from officers, directors, trustees, and other disqualified  
   persons  
21. Mortgages and other notes payable (attach schedule) ...........  
22. Other liabilities (describe)  
23. Total liabilities (add lines 17 through 22) 0  
24. Foundations that follow SFAS 117, check here □  
   and complete lines 24 through 26 and lines 30 and 31.  
25. Unrestricted .........................................................................  
26. Temporarily restricted ............................................................  
27. Permanently restricted ............................................................  
28. Paid-in or capital surplus, or land, bldg, and equipment fund  
29. Retained earnings, accumulated income, endowment, or other  
   funds  
30. Total net assets or fund balances (see page 17 of the  
   instructions) 607,545  
   219,208  
31. Total liabilities and net assets/fund balances (see page 17 of  
   the instructions) 607,545  
   219,208

### Part III - Analysis of Changes in Net Assets or Fund Balances

1. Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree  
   with end-of-year figure reported on prior year's return) 607,545  
2. Enter amount from Part I, line 27a  
3. Other increases not included in line 2 (itemize)  
4. Add lines 1, 2, and 3  
5. Decreases not included in line 2 (itemize)  
6. Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30  

Form 990-PF (2013)
### Part IV  Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)

(b) How acquired
- P—Purchase
- D—Donation

(c) Date acquired (mo, day, yr)

(d) Date sold (mo, day, yr)

(e) Gross sales price

(f) Depreciation allowed (or allowable)

(g) Cost or other basis plus expense of sale

(h) Gain or (loss)
- (e) plus (f) minus (g)

(i) F M V as of 12/31/69

(j) Adjusted basis as of 12/31/69

(k) Excess of col. (i) over col. (j), if any

(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))

---

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

---

### Part V  Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  
- Yes [ ]  
- No [x]  

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

<table>
<thead>
<tr>
<th>(a) Base period years</th>
<th>(b) Adjusted qualifying distributions</th>
<th>(c) Net value of noncharitable-use assets</th>
<th>(d) Distribution ratio (col. (b) divided by col. (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>2012</td>
<td>2,875,694</td>
<td>554,863</td>
<td>5,182,710</td>
</tr>
<tr>
<td>2011</td>
<td>2,316,807</td>
<td>279,386</td>
<td>8,292,495</td>
</tr>
<tr>
<td>2010</td>
<td>1,690,204</td>
<td>201,558</td>
<td>8,385,695</td>
</tr>
<tr>
<td>2009</td>
<td>1,211,406</td>
<td>169,573</td>
<td>7,143,861</td>
</tr>
<tr>
<td>2008</td>
<td>1,241,708</td>
<td>35,492</td>
<td>34,985,574</td>
</tr>
</tbody>
</table>

2 Total of line 1, column (d).  
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.
5 Multiply line 4 by line 3.
6 Enter 1% of net investment income (1% of Part I, line 27b).
7 Add lines 5 and 6.  
8 Enter qualifying distributions from Part XII, line 4.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.
Part VI: Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here □ and enter "N/A" on line 1.
   Date of ruling or determination letter __________ (attach copy of letter if necessary—see instructions)  
1 0

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here □ and enter 1% of Part I, line 27b.
   All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).
2 0

2a Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
3 0

4a Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 
5 0

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a

b Exempt foreign organizations—tax withheld at source 6b

c Tax paid with application for extension of time to file (Form 8868) 6c

d Backup withholding erroneously withheld 6d

7 Total credits and payments. Add lines 6a through 6d. 7 0

8 Enter any penalty for underpayment of estimated tax. Check here □ if Form 2220 is attached 8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. 9 0

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. 10

11 Enter the amount of line 10 to be credited to 2014 estimated tax □ Refunded □ 11

Part VII-A: Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? □ Yes □ No 1a No

b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? □ Yes □ No 1b No

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year? □ Yes □ No 1c No

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation □ $ __________ 0 (2) On foundation managers □ $ __________ 0 1d

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers □ $ __________ 0 1e

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? □ Yes □ No 2 No

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? □ Yes □ No 3 No

If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of $1,000 or more during the year? □ Yes □ No 4a No

b If "Yes," has it filed a tax return on Form 990-T for this year? □ Yes □ No 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? □ Yes □ No 5 No

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
   ● By language in the governing instrument, or
   ● By state legislation that effectively amends the governing instrument so that no mandatory directions
      that conflict with the state law remain in the governing instrument? □ Yes □ No 6 Yes

7 Did the foundation have at least $5,000 in assets at any time during the year? □ Yes □ No 7 Yes

8a Enter the states to which the foundation reports or with which it is registered (see instructions)
   □ CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney
   General (or designate) of each state as required by General Instruction G? □ Yes □ No, attach explanation.
   8b Yes

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)
   or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?
   If "Yes," complete Part XIV
   □ Yes □ No 9 No

10 Did any persons become substantial contributors during the tax year? □ Yes □ No 10 Yes

Form 990-PF (2013)
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). ................................................................. 11 No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) ................................................................. 12 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes

Website address ▶ WWW.CLIFBARFAMILYFOUNDATION.ORG

14 The books are in care of ▶ JENNIFER HERMAN Telephone no ▶ (510) 596-6349
Located at ▶ 1451 66TH STREET EMERYVILLE, CA ZIP +4 ▶ 94608

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ................................................................. ▶ 15
and enter the amount of tax-exempt interest received or accrued during the year ................................................................. ▶

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ▶ Yes ▶ No
See instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly) ▶ Yes ▶ No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ▶ Yes ▶ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ▶ Yes ▶ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ▶ Yes ▶ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ▶ Yes ▶ No
(6) Agree to pay money or property to a government official? (Exception. Check "No"
if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.). ▶ Yes ▶ No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ▶
Organizations relying on a current notice regarding disaster assistance check here. ▶

1b

Yes No

1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ▶

1c No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

2a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ▶ Yes ▶ No
If "Yes," list the years ▶ 20__, 20__, 20__, 20__

2b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)
(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)
to all years listed, answer "No" and attach statement—see instructions ). ▶

2b

Yes No

2c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__, 20__, 20__, 20__

2d Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ▶ Yes ▶ No

3a If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.). ▶

3b

Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ▶

4a No

4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ▶

4b No
**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a. During the year did the foundation pay or incur any amount to

   (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  
      □ Yes  ☑ No

   (2) Influence the outcome of any specific public election (see section 4955), or to carry
      on, directly or indirectly, any voter registration drive?  
      □ Yes  ☑ No

   (3) Provide a grant to an individual for travel, study, or other similar purposes?  
      □ Yes  ☑ No

   (4) Provide a grant to an organization other than a charitable, etc, organization described
      in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).  
      □ Yes  ☑ No

   (5) Provide for any purpose other than religious, charitable, scientific, literary, or
      educational purposes, or for the prevention of cruelty to children or animals?  
      □ Yes  ☑ No

b. If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  
   Organizations relying on a current notice regarding disaster assistance check here.  
   □ Yes  ☑ No

c. If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the
   tax because it maintained expenditure responsibility for the grant?  
   □ Yes  ☑ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a. Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on
   a personal benefit contract?  
   □ Yes  ☑ No

b. Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
   □ Yes  ☑ No

If "Yes" to 6b, file Form 8870.

7a. At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  
   □ Yes  ☑ No

b. If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  
   □ Yes  ☑ No

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>KATHLEEN F CRAWFORD</td>
<td>PRESIDENT 200</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>1451 66TH STREET</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EMERYVILLE, CA  94608</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GARY J ERICKSON</td>
<td>SECRETARY/ TREASURER 200</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>1451 66TH STREET</td>
<td></td>
<td></td>
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<tr>
<td>EMERYVILLE, CA  94608</td>
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</tr>
</tbody>
</table>

2. Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Total number of other employees paid over $50,000: 0
### Part VIII  Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3. Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total number of others receiving over $50,000 for professional services.**

0

### Part IX-A  Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

<table>
<thead>
<tr>
<th>Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
</tr>
<tr>
<td>2</td>
</tr>
<tr>
<td>3</td>
</tr>
<tr>
<td>4</td>
</tr>
</tbody>
</table>

### Part IX-B  Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
</tr>
<tr>
<td>2</td>
</tr>
<tr>
<td>3</td>
</tr>
</tbody>
</table>

**All other program-related investments** See page 24 of the instructions

<table>
<thead>
<tr>
<th>3</th>
</tr>
</thead>
</table>

**Total. Add lines 1 through 3**

0
### Part X  Minimum Investment Return

<table>
<thead>
<tr>
<th></th>
<th>Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Average monthly fair market value of securities.</td>
</tr>
<tr>
<td>b</td>
<td>Average of monthly cash balances.</td>
</tr>
<tr>
<td>c</td>
<td>Fair market value of all other assets (see instructions).</td>
</tr>
<tr>
<td>d</td>
<td>Total (add lines 1a, b, and c).</td>
</tr>
<tr>
<td>e</td>
<td>Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).</td>
</tr>
<tr>
<td>2</td>
<td>Acquisition indebtedness applicable to line 1 assets.</td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2 from line 1d.</td>
</tr>
<tr>
<td>4</td>
<td>Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).</td>
</tr>
<tr>
<td>5</td>
<td>Net value of noncharitable-use assets. Subtract line 4 from line 3.    Enter here and on Part V, line 4</td>
</tr>
<tr>
<td>6</td>
<td>Minimum investment return. Enter 5% of line 5.</td>
</tr>
</tbody>
</table>

### Part XI  Distributable Amount

<table>
<thead>
<tr>
<th></th>
<th>Minimum investment return from Part X, line 6.</th>
<th>1</th>
<th>14,598</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
<td>Tax on investment income for 2013 from Part VI, line 5.</td>
<td>2a</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Income tax for 2013 (This does not include the tax from Part VI.).</td>
<td>2b</td>
<td>0</td>
</tr>
<tr>
<td>c</td>
<td>Add lines 2a and 2b.</td>
<td>2c</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Distributable amount before adjustments. Subtract line 2c from line 1.</td>
<td>3</td>
<td>14,598</td>
</tr>
<tr>
<td>4</td>
<td>Recoveries of amounts treated as qualifying distributions.</td>
<td>4</td>
<td>0</td>
</tr>
<tr>
<td>5</td>
<td>Add lines 3 and 4.</td>
<td>5</td>
<td>14,598</td>
</tr>
<tr>
<td>6</td>
<td>Deduction from distributable amount (see instructions).</td>
<td>6</td>
<td>0</td>
</tr>
<tr>
<td>7</td>
<td>Distributable amount as adjusted. Subtract line 6 from line 5.</td>
<td>7</td>
<td>14,598</td>
</tr>
</tbody>
</table>

### Part XII  Qualifying Distributions

<table>
<thead>
<tr>
<th></th>
<th>Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes</th>
<th>1a</th>
<th>3,816,698</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Expenses, contributions, gifts, etc—total from Part I, column (d), line 26.</td>
<td>1b</td>
<td>0</td>
</tr>
<tr>
<td>b</td>
<td>Program-related investments—total from Part IX-B.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.</td>
<td>2</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Amounts set aside for specific charitable projects that satisfy the</td>
<td>3a</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Suitability test (prior IRS approval required).</td>
<td>3b</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4</td>
<td>4</td>
<td>3,816,698</td>
</tr>
<tr>
<td>5</td>
<td>Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).</td>
<td>5</td>
<td>0</td>
</tr>
<tr>
<td>6</td>
<td>Adjusted qualifying distributions. Subtract line 5 from line 4.</td>
<td>6</td>
<td>3,816,698</td>
</tr>
</tbody>
</table>

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.
### Part XIII Undistributed Income (see instructions)

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
<th>(d)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Distributable amount for 2013 from Part XI, line 7</td>
<td></td>
<td></td>
<td>14,598</td>
</tr>
<tr>
<td>2</td>
<td>Undistributed income, if any, as of the end of 2013</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Enter amount for 2012 only</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>b</td>
<td>Total for prior years 20, 20, 20</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>3</td>
<td>Excess distributions carryover, if any, to 2013</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>From 2008</td>
<td>1,239,933</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>From 2009</td>
<td>1,202,927</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>From 2010</td>
<td>1,680,126</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>From 2011</td>
<td>2,302,838</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>From 2012</td>
<td>2,847,951</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Total of lines 3a through e</td>
<td>9,273,775</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions for 2013 from Part XII, line 4 $</td>
<td>3,816,698</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Applied to 2012, but not more than line 2a</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Applied to undistributed income of prior years (Election required—see instructions)</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Treated as distributions out of corpus (Election required—see instructions)</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Applied to 2013 distributable amount</td>
<td>14,598</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Remaining amount distributed out of corpus</td>
<td>3,802,100</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Excess distributions carryover applied to 2013</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(If an amount appears in column (d), the same amount must be shown in column (a).)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Enter the net total of each column as indicated below:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Corpus</td>
<td>Add lines 3f, 4c, and 4e</td>
<td>Subtract line 5</td>
<td>13,075,875</td>
</tr>
<tr>
<td>b</td>
<td>Prior years’ undistributed income</td>
<td>Subtract line 4b from line 2b</td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>c</td>
<td>Enter the amount of prior years’ undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Subtract line 6c from line 6b</td>
<td>Taxable amount—see instructions</td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>e</td>
<td>Undistributed income for 2012</td>
<td>Subtract line 4a from line 2a</td>
<td>Taxable amount—see instructions</td>
<td>0</td>
</tr>
<tr>
<td>f</td>
<td>Undistributed income for 2013</td>
<td>Subtract lines 4d and 5 from line 1</td>
<td>This amount must be distributed in 2014</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)</td>
<td></td>
<td>1,239,933</td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Excess distributions carryover to 2014</td>
<td>Subtract lines 7 and 8 from line 6a</td>
<td></td>
<td>11,835,942</td>
</tr>
<tr>
<td>10</td>
<td>Analysis of line 9</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Excess from 2009</td>
<td></td>
<td>1,202,927</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Excess from 2010</td>
<td></td>
<td>1,680,126</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Excess from 2011</td>
<td></td>
<td>2,302,838</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Excess from 2012</td>
<td></td>
<td>2,847,951</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Excess from 2013</td>
<td></td>
<td>3,802,100</td>
<td></td>
</tr>
</tbody>
</table>
Part XIV  Private Operating Foundations (see instructions and Part VII-A, question 9)

1a  If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b  Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a  Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

b  85% of line 2a

c  Qualifying distributions from Part XII, line 4 for each year listed.

d  Amounts included in line 2c not used directly for the active conduct of exempt activities.

e  Qualifying distributions made directly for the active conduct of exempt activities.

Subtract line 2d from line 2c.

3  Complete 3a, b, or c for the alternative test relied upon

a  "Assets" alternative test—enter

(1) Value of all assets.

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b  "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c  "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization.

(4) Gross investment income.

Part XV  Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1  Information Regarding Foundation Managers:

a  List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b  List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2  Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a  The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

KATHLEEN CRAWFORD
1451 66TH STREET
EMERYVILLE, CA 94608
(510) 596-6383

b  The form in which applications should be submitted and information and materials they should include

N/A

c  Any submission deadlines

N/A

d  Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A
### Part XV Supplementary Information (continued)

#### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Paid during the year</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>See Additional Data Table</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td>3,714,485</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>b Approved for future payment</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>See Additional Data Table</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td>1,759,517</td>
</tr>
</tbody>
</table>

---

Form 990-PF (2013)
Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

<table>
<thead>
<tr>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
<th>Related or exempt function income (See instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Business code</td>
<td>(b) Amount</td>
<td>(c) Exclusion code</td>
</tr>
<tr>
<td>1 Program service revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Membership dues and assessments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Interest on savings and temporary cash investments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Dividends and interest from securities</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Net rental income or (loss) from real estate</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Debt-financed property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Not debt-financed property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Net rental income or (loss) from personal property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other investment income</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Gain or (loss) from sales of assets other than inventory</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Net income or (loss) from special events</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Gross profit or (loss) from sales of inventory</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Other revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Subtotal Add columns (b), (d), and (e).</td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>13 Total Add line 12, columns (b), (d), and (e).</td>
<td></td>
<td>13</td>
</tr>
</tbody>
</table>
(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation’s exempt purposes (other than by providing funds for such purposes) (See instructions)
### Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
   - Yes
   - No

   **a** Transfers from the reporting foundation to a noncharitable exempt organization of
   1a(1) No
   1a(2) No

   **b** Other transactions
   1b(1) No
   1b(2) No
   1b(3) No
   1b(4) No
   1b(5) No
   1b(6) No
   1c No

   **d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

<table>
<thead>
<tr>
<th>(a) Line No</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2a. Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3) or in section 527?.
   - Yes
   - No

2b. If "Yes," complete the following schedule.

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

***** 2014-08-13 *****

Signature of officer or trustee

Date

Title

---

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's Signature

Date

Check if self-employed

PTIN

Firm's name

Firm's EIN

Firm's address

Phone no

---

Form 990-PF (2013)
<table>
<thead>
<tr>
<th>Name and address (home or business)</th>
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<th>Amount</th>
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<td>MAWHAH ENVIRONMENTAL VOLUNTEERS ORGANIZATION 1170 RAMAPO VALLEY RD MAHWAH, NJ 074302410</td>
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<td>OAKLAND FUND FOR THE ARTS PO BOX 29022 OAKLAND, CA 946049022</td>
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<td>SAN FRANCISCO PARKS ALLIANCE P.O. BOX 170160 SAN FRANCISCO, CA 941170160</td>
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<td>WILDERNESS LEADERSHIP &amp; LEARNING INC 1758 PARK RD NW WASHINGTON, DC 200102105</td>
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<td>PETALUMA BOUNTYPETALUMA PEOPLE SERVICES 1500 PETALUMA BLVD SOUTH PETALUMA, CA 94952</td>
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<td>PHOENIX HERPETOLOGICAL SOCIETY 20701 N SCOTTSDALE RD SUITE 10 SCOTTSDALE, AZ 852556413</td>
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<tr>
<td>SONORAN INSTITUTE 44 E BROADWAY BLVD STE 350 TUCSON, AZ 857011709</td>
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<td>PORTOLA AND CASTLE ROCK FOUNDATION 9000 PORTOLA STATE PARK RD BOX F LA HONDA, CA 940209723</td>
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<td>RUNA FOUNDATION 315 FLATBUSH AVE BROOKLYN, NY 11217</td>
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<td>THE AMERICAN LIVESTOCK BREEDS CONSERVANCY PO BOX 477 PITTSBORO, NC 273120477</td>
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<td>CONSERVATION IMAGING INC 40 CHASKE AVE AUBURNDALE, MA 02466</td>
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<th>Amount</th>
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<tbody>
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<td>GROWING PLACES GARDEN PROJECT 500 MAIN STREET CLINTON, MA 015100017</td>
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<td>FLORIDA CERTIFIED ORGANIC GROWERS AND CON PO BOX 12311 GAINESVILLE, FL 326040311</td>
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<td>SALMON-SAFE 317 SWALDER ST STE 900 PORTLAND, OR 972042555</td>
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<td>TRUST FOR CONSERVATION INNOVATION 150 POST ST STE 342 SAN FRANCISCO, CA 941084707</td>
<td>NONE</td>
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<td>CENTER FOR LAND-BASED LEARNING 5265 PUTAH CREEK RD WINTERS, CA 956949629</td>
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<td>SOCIAL &amp; ENVIRONMENTAL ENTREPRENEURS 2150 ALLSTON WAY SUITE 460 BERKELEY, CA 94704</td>
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<td>FAR WEST MASTERS SCHOLARSHIP PROGRAM PO BOX 3718 OLYMPIC VALLEY, CA 96146</td>
<td>NONE</td>
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<td>GEORGE MARK CHILDREN'S HOSPITAL 2121 GEORGE MARK LN SAN LEANDRO, CA 945781017</td>
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<td>ARCADIO FOOD INC 9000 RICHMOND HIGHWAY ALEXANDRIA, VA 22309</td>
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<td>CITY GROWERS 37-18 NORTHERN BLVD ROOF LONG ISLAND CITY, NY 11101</td>
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<tbody>
<tr>
<td><strong>THE HONEYCOMB PROJECT 1658 N MILWAUKEE AVE STE 190 CHICAGO,IL 606476905</strong></td>
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<tr>
<td><strong>NEBRASKA SUSTAINABLE AGRICULTURE SOCIETY 414 COUNTY ROAD 15 CERESCO,NE 68017</strong></td>
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<tr>
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<td><strong>SOLAR RICHMOND 2730 MAIN AVE RICHMOND,CA 948042832</strong></td>
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<tr>
<td><strong>THE COOPERATIVE FOOD EMPOWERMENT DIRECTIV 2150 ALLSTON WAY SUITE 400 BERKELEY,CA 94704</strong></td>
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<tr>
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<tr>
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</table>

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<tbody>
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<td>GROWNYC 51 CHAMBER ST STE 1231 R 228 NEW YORK, NY 10007-0000</td>
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<td>WASATCH TRAILS ALLIANCE 520 NORTH MAIN SUITE D HEBER CITY, UT 84032</td>
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<td>OUR TOWN ST HELENACALISTOGA AFFORDABLE 2683 CHABLIS COURT ST HELENA, CA 94574</td>
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<td>LOCAL MATTERS 731 E BROAD ST FL 3 COLUMBUS, OH 432051089</td>
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<td>FRIENDS OF TREES 3117 NE MLK BLVD PORTLAND, OR 972123056</td>
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<td>AS YOU SOW 1611 TELEGRAPH AVE STE 1450 OAKLAND, CA 946122102</td>
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<td>BUILDING STRONGER COMMUNITIES</td>
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<tr>
<td>GROW FOOD DBA VIVA FARMS PO BOX 1714 MOUNT VERNON, WA 98273</td>
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<td>BRONX RIVER ALLIANCE INC 1 BRONX RIVER PARKWAY BRONX, NY 104622869</td>
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<td>GROW PORTLAND 4706 NE 10TH AVENUE PORTLAND, OR 97211</td>
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<td>THE CAMPUS KITCHENS PROJECT 19 1 STREET NW WASHINGTON, DC 20001</td>
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<th>Purpose of grant or contribution</th>
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Total: 3,714,485
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<td>SCENIC AMERICA 1307 NEW HAMPSHIRE AVE NW WASHINGTON, DC 20036</td>
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**Total** .................................................................................................................. 3,714,485
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<th>Recipient</th>
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**Total** | | | | **3,714,485** |
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<tr>
<td><strong>Total</strong></td>
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<td>3,714,485</td>
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<tr>
<td>Recipient</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
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<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
<tr>
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<td>PUENTE A LA SALUD COMUNITARIA 24 WATERWAY AVE STE 300 THE WOODLANDS, TX 773803289</td>
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<tr>
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<td>ROCKY MOUNTAIN CLIMATE ORGANIZATION PO BOX 270444 LOUISVILLE, CO 800275007</td>
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<td><strong>Total</strong></td>
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<td>Recipient</td>
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<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
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<td>EARTH ISLAND INSTITUTE 2150 ALLSTON WAY SUITE 460 BERKELEY, CA 947041375</td>
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**Total**: 3,714,485
<table>
<thead>
<tr>
<th>Name and address (home or business)</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
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<tbody>
<tr>
<td>WILD HOPE INC DBA SIERRA TREKSLITTLEFOOT 15187 HWY 66 ASHLAND, OR 97520</td>
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<td>350 ORG 20 JAY ST SUITE 1010 BROOKLYN, NY 11201</td>
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<td>ORGANIC SEED ALLIANCE PO BOX 772 PORT TOWNSEND, WA 98368072</td>
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<td>SOCIAL VENTURE NETWORK 1016 TORNEY AVE 3RD FLOOR SAN FRANCISCO, CA 94129</td>
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<td>JACK AND BUENA FOUNDATION PO BOX 192491 SAN FRANCISCO, CA 941192491</td>
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<tr>
<td>Recipient</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
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<tr>
<td>--------------------------------------------------------------------------</td>
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<tr>
<td>WASHINGTON STATE UNIVERSITY - MT VERNON 16650 STATE ROUTE 536 MOUNT VERNON, WA 98273</td>
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<tr>
<td>UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 537264090</td>
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**Total** 3a ➔ 3,714,485
## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
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<td>501(C)(3)</td>
<td>LONG-TERM PARTNER - TO SUPPORT THE FIGHT AGAINST BREAST CANCER</td>
<td>95,000</td>
</tr>
</tbody>
</table>

**Total:** 3,714,485
Schedule B
(2013)

Schedule of Contributors

Name of the organization
CLIFF BAR FAMILY FOUNDATION

Employer identification number
20-4345935

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(v) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).
<table>
<thead>
<tr>
<th>No.</th>
<th>Name, address, and ZIP + 4</th>
<th>Total contributions</th>
<th>Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>WHOLE FOODS MARKET SERVICES INC 550 BOWIE STREET AUSTIN, TX 78703</td>
<td>$25,000</td>
<td>Person ☑ Payroll ❌ Noncash ❌</td>
</tr>
<tr>
<td></td>
<td>(Complete Part II for noncash contributions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>CLIF BAR CO 1451 66TH STREET EMERYVILLE, CA 94608</td>
<td>$3,318,440</td>
<td>Person ☑ Payroll ❌ Noncash ❌</td>
</tr>
<tr>
<td></td>
<td>(Complete Part II for noncash contributions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>EILEEN FISHER 2 BRIDGE ST STE 230 IRVINGTON, NY 10533</td>
<td>$10,200</td>
<td>Person ☑ Payroll ❌ Noncash ❌</td>
</tr>
<tr>
<td></td>
<td>(Complete Part II for noncash contributions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>ENZA ZADEN USA 7 HARRIS PLACE SALINAS, CA 93901</td>
<td>$5,000</td>
<td>Person ☑ Payroll ❌ Noncash ❌</td>
</tr>
<tr>
<td></td>
<td>(Complete Part II for noncash contributions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>ORGANIC VALLEY ONE ORGANIC WAY LA FARGE, WI 54639</td>
<td>$25,000</td>
<td>Person ☑ Payroll ❌ Noncash ❌</td>
</tr>
<tr>
<td></td>
<td>(Complete Part II for noncash contributions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>HARLAN FAMILY FOUNDATION 9010 TOLLHOUSE RD CLOVIS, CA 93619</td>
<td>$10,000</td>
<td>Person ☑ Payroll ❌ Noncash ❌</td>
</tr>
<tr>
<td></td>
<td>(Complete Part II for noncash contributions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(a) No. from Part I</td>
<td>(b) Description of noncash property given</td>
<td>(c) FMV (or estimate) (see instructions)</td>
<td>(d) Date received</td>
</tr>
<tr>
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</table>
**Schedule B** (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization  
CLIF BAR FAMILY FOUNDATION  
Employer identification number  
20-4345935

**Part III**  
*Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.* Complete columns (a) through (e) and the following line entry.  
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions).  
$  
Use duplicate copies of Part III if additional space is needed.

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transferee's name, address, and ZIP 4</td>
<td>Relationship of transferor to transferee</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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Schedule B (Form 990, 990-EZ, or 990-PF) (2013)
TY 2013 Accounting Fees Schedule

**Name:** CLIF BAR FAMILY FOUNDATION  
**EIN:** 20-4345935

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Net Investment Income</th>
<th>Adjusted Net Income</th>
<th>Disbursements for Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACCOUNTING FEES</td>
<td>14,000</td>
<td>0</td>
<td></td>
<td>14,000</td>
</tr>
</tbody>
</table>
TY 2013 Legal Fees Schedule

Name: CLIF BAR FAMILY FOUNDATION  
EIN: 20-4345935

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Net Investment Income</th>
<th>Adjusted Net Income</th>
<th>Disbursements for Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>LEGAL FEES</td>
<td>36,870</td>
<td>0</td>
<td></td>
<td>36,871</td>
</tr>
</tbody>
</table>
# TY 2013 Other Expenses Schedule

**Name:** CLIF BAR FAMILY FOUNDATION  
**EIN:** 20-4345935

<table>
<thead>
<tr>
<th>Description</th>
<th>Revenue and Expenses per Books</th>
<th>Net Investment Income</th>
<th>Adjusted Net Income</th>
<th>Disbursements for Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>CONSULTING</td>
<td>5,547</td>
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<td>5,547</td>
</tr>
<tr>
<td>BANK FEES</td>
<td>2,466</td>
<td>0</td>
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<td>2,466</td>
</tr>
<tr>
<td>WEBSITE</td>
<td>1,800</td>
<td>0</td>
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<td>1,800</td>
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<tr>
<td>INSURANCE</td>
<td>1,729</td>
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<tr>
<td>PROGRAM EXPENSES - SEED MATTERS</td>
<td>91,743</td>
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<tr>
<td>MEMBERSHIP</td>
<td>11,225</td>
<td>0</td>
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<tr>
<td>DUES AND SUBSCRIPTIONS</td>
<td>680</td>
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<td>680</td>
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<tr>
<td>OFFICE SUPPLIES</td>
<td>1,045</td>
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<td>1,045</td>
</tr>
<tr>
<td>SPONSORSHIP</td>
<td>11,000</td>
<td>0</td>
<td></td>
<td>11,000</td>
</tr>
<tr>
<td>PAYROLL FEES</td>
<td>23</td>
<td>0</td>
<td></td>
<td>23</td>
</tr>
</tbody>
</table>
TY 2013 Substantial Contributors Schedule

**Name:** CLIF BAR FAMILY FOUNDATION  
**EIN:** 20-4345935

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>CLIF BAR CO</td>
<td>1451 66TH STREET</td>
</tr>
<tr>
<td></td>
<td>EMERYVILLE, CA 94608</td>
</tr>
</tbody>
</table>
TY 2013 Taxes Schedule

**Name:** CLIF BAR FAMILY FOUNDATION  
**EIN:** 20-4345935

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Net Investment Income</th>
<th>Adjusted Net Income</th>
<th>Disbursements for Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>PAYROLL TAXES</td>
<td>1,495</td>
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<td>1,495</td>
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</table>